

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

LESAL RETAILERS OF BOISE, INC.

was filed in the office of the Secretary of State on the Eight day of October A.D. One Thousand Nine Hundred Sixty-two and duly recorded on Film No. 121 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Boise, in the County of Boise.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 8th day of October, A.D., 19 62.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LESAL RETAILERS OF BOISE, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is LESAL RETAILERS OF BOISE, INC.

SECOND: The purposes and objects for which the corporation is formed are:

To manufacture, buy, sell and generally deal in at wholesale, retail and on commission, on its own account or for others, import and export personal property of all kinds and to do any act necessary or incidental to the conduct of said business and in the transaction thereof.

To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein, whether as principal, agent, broker, or otherwise.

To manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings and real and personal property of every kind, nature and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the business of managing and operating real and personal property of any and all kinds.

To lend money or make advances from time to time to such extent, to such borrowers, on such terms, and on such security, if any, as the Board of Directors of the corporation may determine, but only to the extent permitted corporations organized under the Idaho Business Corporation Act.

To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired, or acquired under the Idaho Business Corporation Act.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payments of any such obligations by mortgage, pledge, deed of trust or otherwise.

To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations; and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the cor-

poration in the manner and to the extent now or hereafter permitted to corporations organized under the laws of the State of Idaho; provided, that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, except as otherwise permitted by law, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trade-marks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any similar business, manufacturing or otherwise, which may, directly or indirectly, effectuate these objects or any of them.

To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm, or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

To undertake, contract for or carry on any business incidental to or in aid of, or advantageous in pursuance of, any of the objects or purposes of the corporation.

To do any of the things hereinbefore enumerated for itself or for account of others and to make and perform contracts for doing any part thereof.

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the Idaho Business Corporation Act.

To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon corporations organized under the provisions of the Idaho Business Corporation Act.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post-office address of the registered office of the corporation is First Security Bank Building, c/o Ralph R. Breshears, in the City of Boise, County of Ada, Idaho.

FIFTH: The total number of shares which the corporation is authorized to issue is Twenty-Five, all of which are without nominal or par value. All such shares are of one class and are designated as Common Stock. The Board of Directors may issue said shares for such consideration as they deem reasonable.

SIXTH: The name and post-office address of each of the incorporators and the number of shares subscribed by each are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CLASS OF STOCK</u>
Frances H. Behlen	90 Broad Street New York, N. Y.	1	Common
Margaret A. Ruiss	90 Broad Street New York, N. Y.	1	Common
Catherine McKenna	90 Broad Street New York, N. Y.	1	Common

SEVENTH: The Board of Directors shall have the power to repeal and amend the Code of By-Laws and to adopt a new Code of By-Laws.

EIGHTH: The following provisions are inserted for the regulation and conduct of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by law.

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

The Board of Directors shall have power, in its discretion, to provide for and to pay to directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

By resolution duly adopted by the holders of not less than a majority of the shares of stock then issued and outstanding and entitled to vote at any regular or special meeting of the stockholders of the corporation duly called and held as provided in the By-Laws of the corporation, any director or directors of the corporation may be removed from office at any time or times, with or without cause. The Board of Directors may at any time remove any officer of the corporation with or without cause.

Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation or of any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

NINTH: Each holder of any of the shares of the corporation shall be entitled as of right to purchase or subscribe for any unissued shares of the same class or any additional shares of said class to be issued by reason of any increase of the authorized number of shares of the corporation of said class, or bonds, certificates of indebtedness, debentures or other securities convertible into shares of the corporation, or carrying any right to purchase shares of said class, whether said unissued shares shall be issued for cash, property, or any other lawful consideration, for a period of thirty days, and after the expiration of said thirty days any such unissued shares or such additional authorized issue of any shares or of other securities convertible into shares, or carrying any right to purchase shares, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 4th day of October, 1962.

Frances H. Behlen (SEAL)
Frances H. Behlen

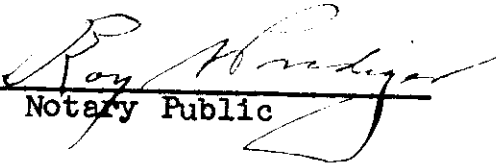
Margaret A. Ruiss (SEAL)
Margaret A. Ruiss

Catherine McKenna (SEAL)
Catherine McKenna

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 4th day of October, in the year 1962, before me, Roy A. Prediger, a Notary Public, in and for said County and State, personally appeared Frances H. Behlen, Margaret A. Ruiss, and Catherine McKenna, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal, the day and year in this Certificate above written.



Notary Public

ROY A. PREDIGER
Notary Public, State of New York
No. 60-8431275
Qualified in Westchester County
Cert. filed with N.Y. County Clerk
Term Expires March 30, 1964